

FILED  
In the Office of the  
Secretary of State of Texas

APPLICATION FOR CERTIFICATE OF AUTHORITY

MAR 24 1980

Pursuant to the provisions of Articles 8.05 of the Texas Business Corporation Act, the undersigned corporation hereby applies for a Certificate of Authority to transact business in Texas:

1. The name of the corporation is David B. Lilly Company, Inc.
2. It is incorporated under the laws of the State of Delaware.
3. The date of its incorporation is August 24, 1951 and the period of its duration is perpetual.
4. The address of its principal office in the state or country under the laws of which it is incorporated is:

Industrial Park Place  
New Castle, Delaware

The mailing address is:

Industrial Park Place  
P.O. Box 2285  
Wilmington, Delaware 19899

5. The address of its proposed registered office in Texas is:

1700 Republic National Bank Building  
Dallas, Texas 75201

and the name of its proposed registered agent in Texas at such address is Deirdre B. Ruckman.

6. The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in Texas are:

The transaction of any or all lawful business  
for which corporations may be incorporated  
under the Texas Business Corporation Act.

7. It is authorized to pursue such purpose or purposes in the state or county under the laws of which it is incorporated.

8. The names and respective addresses of its directors are:

David B. Lilly, Sr.

P.O. Box 2285  
Industrial Park Place  
Wilmington, Delaware 19899

William T. Ramsey	P.O. Box 2285 Industrial Park Place Wilmington, Delaware 19899
F. Robert Hodges	P.O. Box K Hartford City, Indiana 47348
James M. Ellingsworth	P.O. Box 2285 Industrial Park Place Wilmington, Delaware 19899
David B. Lilly, Jr.	P.O. Box 2285 Industrial Park Place Wilmington, Delaware 19899
Charles B. Campbell, Jr.	705 Bristol Road Wilmington, Delaware 19803
Robert B. Walls, Jr.	Market Tower Building Wilmington, Delaware 19899

9. The names and respective addresses of its officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
David B. Lilly, Sr.	Chairman of the Board	P.O. Box 2285 Industrial Park Place Wilmington, Delaware 19899
William T. Ramsey	President	P.O. Box 2285 Industrial Park Place Wilmington, Delaware 19899
F. Robert Hodges	Vice President	P.O. Box K Hartford City, Indiana 47348
James M. Ellingsworth	Vice President	P.O. Box 2285 Industrial Park Place Wilmington, Delaware 19899

David B. Lilly, Jr.	Vice President	P.O. Box 2285 Industrial Park Place Wilmington, Delaware 19899
Charles B. Campbell, Jr.	Secretary	705 Bristol Road Wilmington, Delaware 19899
Paul C. Bonifacino	Assistant Secretary	P.O. Box 2285 Industrial Park Place Wilmington, Delaware 19899
John F. Benko	Vice President	P.O. Box 725 Bernard Avenue & Church Street Greeneville, Tennessee 37743

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, is 100,000 shares of common stock with par value of one dollar.

11. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is: 471.92 shares of common stock.

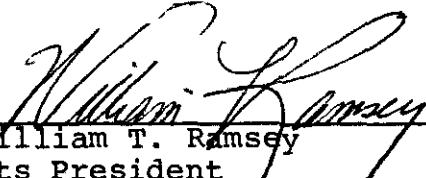
12. The amount of its stated capital is \$471.92

13. Consideration of the value of at least One Thousand Dollars (\$1,000.00) has been paid for the issuance of its shares.

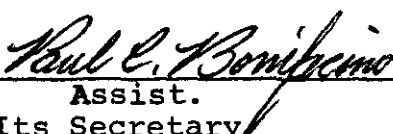
14. This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

DAVID B. LILLY COMPANY

By

  
William T. Ramsey  
Its President

and

  
Assist.  
Its Secretary

I, the undersigned, a notary public, do certify that on the 14th day of March, 1980, personally appeared before me William T. Ramsey, President of David B. Lilly Company, Inc. who being duly sworn, declared that he signed the foregoing document and that the statements therein contained are true.

(SEAL)

Batricia A. Sgro  
Notary Public,

I, the undersigned, a notary public, do certify that on the 14th day of March, 1980, personally appeared before me Paul C. Bonifacino Ass<sup>t</sup> Secretary of David B. Lilly Company, Inc. who being duly sworn, declared that he signed the foregoing document and that the statements therein contained are true.

(SEAL)

Batricia A. Sgro  
Notary Public,

## ANTI-TRUST AFFIDAVIT

Before me, the undersigned authority, on this day personally appeared William T. Ramsey, President of David B. Lilly Company, Inc. who being by me duly sworn, deposes and says:

That the DAVID B. LILLY COMPANY, INC. is not a trust or organization in restraint of trade, in violation of the laws of Texas; that it has not, within twelve months next preceding the date of this affidavit, entered into any combination, contract, obligation or agreement to create nor which may tend to create or to carry out any restriction in trade or commerce or aids to commerce, nor to fix, maintain, increase or reduce the price of any merchandise, produce or commodity, or any article of commerce; nor to prevent or lessen competition in the manufacture, making, transportation, sale or purchase of any merchandise, produce or commodity, or any article of commerce, or in the preparation thereof for market; nor to fix or maintain any standard or figure whereby the price of same is or has been in any manner affected, controlled or established. That it has not, during said time, entered into, executed or carried out any contract, obligation or agreement with any person, corporation or association of persons not to sell or dispose of any commodity or articles of commerce below a common standard or figure, or to keep the price thereof at a fixed or graded figure, or to preclude a fair and unrestricted competition in the sale of any commodity or articles of commerce, or to regulate, fix or limit the output thereof, or to abstain from engaging in or continuing business or from the purchase or sale of any commodity or article of commerce partially or entirely within the State of Texas or any portion thereof.

Affiant further says that the above named corporation has not within twelve months next preceding the date of this affidavit, either directly or through the instrumentality of trustees or otherwise, acquired the shares or certificates of stocks or bonds, franchises or other rights or the physical properties of any part thereof of any other corporation or corporations for the purpose of preventing or lessening or which tends to affect or lessen competition. That it has not within said time entered into any agreements or understanding to refuse to buy from or sell to any other person, corporation, firm or association of persons any commodities or articles of commerce, nor entered into any agreement to boycott or threaten to refuse to buy from or sell to any person, firm or corporation or association of persons for the buying from or selling to any other person, firm, corporation or association of persons.

Affiant further says that no officer of the above named corporation has, within his knowledge, during the said twelve

months, made on behalf of it or for its benefits, any such contract or agreement as is specified in this affidavit.

DAVID B. LILLY COMPANY, INC.

By William T. Ramsey  
William T. Ramsey, President

Sworn to and subscribed before me, this the 14th  
day of March A.D., 1980.

(SEAL)

Patricia A. Sgro  
Notary Public in and for  
Delaware

CERTIFICATE OF OWNERSHIP AND  
MERGER MERGING DELAWARE FASTENER CORP-  
ORATION INTO DAVID B. LILLY COMPANY, INC.

David B. Lilly Company, Inc., a Delaware corporation,  
certifies as follows:

FIRST: This corporation was incorporated on August 24,  
1951, pursuant to the General Corporation Law of the State of  
Delaware.

SECOND: This corporation owns all of the outstanding  
shares of stock of Delaware Fastener Corporation, a Delaware  
corporation, (hereinafter "Delfasco").

THIRD: This corporation, by the following resolutions  
of its directors adopted January 22, 1970, determined to and did  
merge Delfasco into itself effective January 23, 1970:

RESOLVED, This corporation which owns all  
of the stock outstanding of Delaware  
Fastener Corporation ("Delfasco") in-  
corporated on September 2, 1952, under  
the General Corporation Law of the State  
of Delaware, hereby merges Delfasco into  
itself and assumes all of the obligations  
of Delfasco.

RESOLVED, That the president and treasurer  
of this corporation be and they hereby  
are directed to make and execute under  
the corporate seal of this corporation  
a certificate of ownership and merger  
setting forth a copy of the resolution  
to merger David B. Lilly Company, Inc.  
and Delfasco and to assume Delfasco's  
liabilities and obligations and the date  
of adoption thereof and to file the

same in the Secretary of State of Delaware, and a certified copy in the office of the Recorder of Deeds of New Castle County.

RESOLVED, That the officers of this corporation be and they are hereby authorized and directed to do all acts and things whatsoever whether within or without the State of Delaware which may be in any wise necessary or proper to effect such mergers.

FURTHER RESOLVED, That said merger shall be effective as of January 23, 1970.

IN WITNESS WHEREOF, David B. Lilly Company, Inc. has caused its corporate seal to be affixed and this certificate to be signed by David B. Lilly, its president, and its secretary, on January 22, 1970.

DAVID B. LILLY COMPANY, INC.

By

President

ATTEST:

Secretary



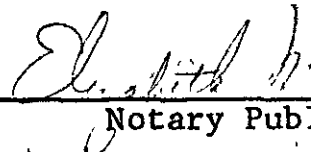



LS1:1/10/70  
STATE OF DELAWARE)  
NEW CASTLE COUNTY)

SS:

On January 27, 1970, personally came before me, a Notary Public in and for the county and state aforesaid, David B. Lilly, president of David B. Lilly Company, Inc., a Delaware Corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said David B. Lilly, as such president, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said president and the secretary of said corporation to said foregoing certificate are in the handwriting of said president and secretary of such corporation, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation, and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

  
Notary Public



CERTIFICATE OF INCORPORATION

OF

DAVID B. LILLY COMPANY, INC.

FIRST: The name of this corporation is DAVID B. LILLY COMPANY, INC.

SECOND: Its principal office in the State of Delaware is to be located at 1206 Market Street, in the City of Wilmington, County of New Castle. Its resident agent is the corporation itself, 1206 Market Street, Wilmington, Delaware.

THIRD: The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

To manufacture, buy, sell, deal in or in any lawful manner acquire or dispose of electrical, mechanical and engineering machinery, equipment and supplies of all kinds, character or description; to acquire, manage, control and dispose of in any lawful manner, all parts, machinery, materials, implements, supplies or any other articles or things useful or convenient in connection with the manufacture, sale, disposition or distribution of any of such products; to sell, distribute or dispose of any such products, either directly on commission through agents, or in any other manner and also to act as agent, manufacturers' agent, consignment broker or otherwise for any and all such products and products similar to, convenient or useful in connection with such products.

To carry on the business of the corporation in the United States or elsewhere as factors, agents, manufacturers' agents, wholesalers, merchandise brokers, commission merchants or merchants, to import and export, buy, sell, manipulate and deal in, at wholesale or retail, merchandise, goods, wares and commodities of every sort, kind or description, and in particular equipment, devices, machines and articles of all kinds, character and description, and to carry on any other business whether manufacturing or otherwise which can be conveniently carried on with any of the corporation's objects.

To acquire by license, lease or in any other lawful manner, the exclusive or other right or license to manufacture, distribute, sell and generally deal in particular electrical, mechanical and engineering machinery, equipment and supplies the accessories thereto, and any and all kinds of articles of any character or description whether patented or otherwise; to sub-license or grant to any other corporation or any organization or person the right or license to manufacture, distribute, sell and generally deal in any of the articles or things in which this corporation will deal.

To purchase, take, own, hold, deal in, mortgage or otherwise lien and to lease, sell, exchange, convey, transfer or in any manner whatever dispose of real property, within or without the State of Delaware.

To manufacture, purchase or otherwise acquire and to hold, own, mortgage or otherwise lien, pledge, lease, sell, exchange transfer or in any manner dispose of, and to invest, deal and trade in and with goods, wares, merchandise and personal property of any and every class and description, within or without the State of Delaware.

To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To guarantee, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds or other evidences of indebtedness created by other corporations and while the holder of such stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

To purchase or otherwise acquire, apply for, register, hold, use, sell or in any manner dispose of and to grant licenses or other rights in and in any manner deal with patents, inventions, improvements, processes, formulas, trade-marks, trade names, rights and licenses secured under letters patent, copyrights or otherwise.

To enter into, make and perform contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government.

To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

To issue bonds, debentures or obligations and to secure the same by mortgage, pledge, deed of trust or otherwise.

To purchase, hold, sell and transfer the shares of its capital stock.

To have one or more offices and to conduct any or all of its operations and business and to promote its objects within or without the State of Delaware, without restriction as to place or amount.

To carry on any other business in connection therewith.

To do any or all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company with others.

The objects specified herein shall, except where otherwise expressed, be in no way limited nor restricted by reference to or inference from the terms of any other clause or paragraph of this certificate of incorporation.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Delaware.

FOURTH: The total number of shares of stock which this corporation is authorized to issue is one hundred thousand (100,000)

shares of the par value of one dollar (\$1) each, amounting to one hundred thousand dollars (\$100,000).

FIFTH: The minimum amount of capital with which it will commence business is one thousand dollars (\$1,000.).

SIXTH: The names and places of residence of each of the incorporators are as follows:

Name	Residence
Robert B. Walls, Jr.	Wilmington, Delaware
Florence E. Freeman	Wilmington, Delaware
Elizabeth M. Sullivan	Wilmington, Delaware

SEVENTH: This corporation is to have perpetual existence

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized:

To make, alter, amend and repeal the by-laws;

To increase the number of its members by amendment of the by-laws, and to elect additional directors to fill the offices so created.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to alter or abolish any such reserve, and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation;

To designate, by resolution passed by a majority of the whole board, one or more committees, each to consist of two or more directors, which committees, to the extent provided in such resolution or in the by-laws of the corporation, shall have and may exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it;

From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this corporation, or any of them other than the stock ledger, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or document of the corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

To sell, lease or exchange all its property and assets, including its good will and its corporate franchises upon such terms and conditions and for such consideration, which may be in whole or in part, shares of stock in, or other investment certificates or securities of, any other corporation or corporations, when

and as authorized by the stockholders at any annual meeting of the stockholders or any meeting of the stockholders, duly called for that purpose. Any such authorization by the stockholders shall be as valid and as binding upon the corporation and upon all the stockholders as though it had been authorized by every stockholder of the corporation, whether or not such sale, lease or exchange would otherwise be open to legal attack because of the directors' interest or for any other reason. For the purposes of this provision the holders of a majority of the stock issued and outstanding, having voting power, shall constitute a quorum; the affirmative vote of a majority of the shares represented at the meeting in person or by proxy shall be necessary to adopt a resolution of authorization.

To enter into contracts and other transactions in which one or more of the directors may be personally interested. Directors so interested may be counted for the purpose of determining the existence of a quorum when present at meetings of the Board of Directors. Any director whose interest in any such contract or transaction arises solely by reason of the fact that he is a stockholder, officer or creditor of another company which is interested in the contract or transaction shall not be deemed interested in such contract or transaction; no such contract or transaction shall be void or voidable because of such interest and such interest need not be disclosed.

This corporation may in its by-laws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law.

TENTH: The directors in their discretion may submit any contract or transaction for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders duly called for the purpose of considering any such contract or transaction; any contract or transaction that shall be approved or be ratified by the stockholders at such a stockholders' meeting shall be as valid and as binding upon the corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the corporation, whether or not the contract or transaction would otherwise be open to legal attack because of the directors' interest, or for any other reason. For the purposes of this provision the holders of a majority of the stock issued and outstanding, having voting power, shall constitute a quorum; the affirmative vote of a majority of this shares represented at the meeting in person or by proxy shall be necessary to adopt a resolution of approval or ratification.

ELEVENTH: No stockholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, or any bonds, debentures or other securities convertible into stock,

but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

TWELTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being all of the incorporators, for the purpose of forming a corporation, in pursuance of an Act of the Legislature of the State of Delaware entitled "An Act Providing a General Law" (approved March 10, 1899) and the acts amendatory thereof and supplemental thereto, do make and file this certificate of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunto have set our respective hands and seals this 23<sup>rd</sup> day of August, A.D. 1951.

In the presence of:

Mary Anne Morgan  
*as to all this*

Robert B. Wall, Jr. (SEAL)

Flower E. Freeman (SEAL)

Elizabeth M. Sullivan (SEAL)

STATE OF DELAWARE                    )  
  :  SS.  
COUNTY OF NEW CASTLE                )

BE IT REMEMBERED, that on this *23* day of *August*  
A. D. 1951, personally appeared before me, the subscriber, a notary  
public for the State and County aforesaid, Robert B. Walls, Jr.,  
Florence E. Freeman and Elizabeth M. Sullivan, all the parties to  
the foregoing certificate of incorporation, known to me personally  
to be such, and severally acknowledged the said certificate to be  
their act and deed respectively, and that the facts therein stated  
were truly set forth.

GIVEN under my hand and seal of office the day and year  
aforesaid.

*Alvin M. Rovitti*  
\_\_\_\_\_  
Notary Public



AMENDMENT TO  
CERTIFICATE OF INCORPORATION  
OF  
DAVID B. LILLY COMPANY, INC.

DAVID B. LILLY COMPANY, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware, DOTH HEREBY CERTIFY as follows:

1. That at a meeting of its board of directors duly held and convened, a resolution was adopted setting forth a proposed amendment to the Certificate of Incorporation to decrease the authorized capital stock of the said Corporation in the manner and to the extent hereinafter set forth, calling a meeting of the stockholders having voting powers for the consideration thereof, and declaring the advisability of the proposed amendment;

2. That thereafter at a special meeting of the stockholders of the above named Corporation, called and held upon such notice as the Certificate of Incorporation and by-laws of the said Corporation provide, for the purpose of voting upon the question of decreasing its authorized capital stock, a resolution was adopted by the holders of record of all of the outstanding shares of stock of the Corporation, having voting powers, to reduce the authorized capital stock of the Corporation from one hundred thousand shares (100,000) of the par value of one dollar (\$1) each, amounting to one hundred thousand dollars (\$100,000) to three thousand shares (3,000) of the par value of one dollar (\$1) each, amounting to three thousand dollars (\$3,000) and that Article FOURTH of the Certificate of Incorporation be amended so as to read hereafter as follows:

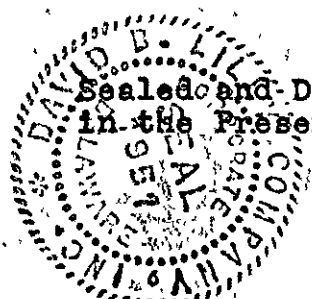
"FOURTH: The total number of shares of stock which this corporation is authorized to issue is three thousand (3,000) shares of the par value of one dollar (\$1) each, amounting to three thousand dollars (\$3,000)."

3. That the Corporation's capital will not be reduced and issued shares are not affected, by, under or by reason of the amendment and the amendment has been duly adopted in accordance with the pro-



visions of Section 26 of the General Corporation Law of the State of Delaware, as amended.

IN WITNESS WHEREOF, the said DAVID B. LILLY COMPANY, INC. hath caused its name by David B. Lilly its President to be hereto set, and the common and corporate seal of the said corporation to be hereunto affixed, duly attested by its Secretary, this 20<sup>th</sup> day of May, 1952.



DAVID B. LILLY COMPANY, INC.

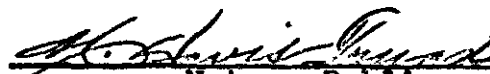
By David B. Lilly  
President

Attest: Charles D. Campbell  
Secretary

STATE OF DELAWARE     )  
                              :   SS.  
NEW CASTLE COUNTY    )

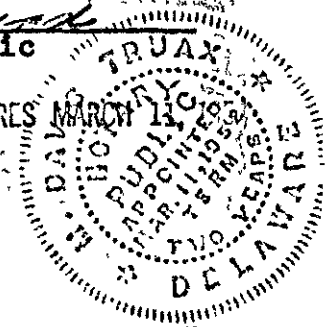
BE IT REMEMBERED, That on this 20th day of May, 1952 personally came before me, the subscriber, a Notary Public for the State and County aforesaid, and authorized by the laws of Delaware to take acknowledgment of deeds, <sup>David B. Lilly</sup> /President of David B. Lilly Company, Inc., a corporation existing under the laws of the State of Delaware, party to the foregoing instrument to be his act and deed and the act and deed of the said corporation, that the signature of the President thereto is in his own proper handwriting and the seal affixed is the common and corporate seal of the said corporation, and that his act of sealing, executing, acknowledging and delivering the said instrument was duly authorized by a resolution of the Board of Directors of the said corporation.

GIVEN under my Hand and Seal of office, the day and year aforesaid.

  
Notary Public

MY COMMISSION EXPIRES

MARCH 11, 1954



**OF**

The board of directors of the David B. Lilly Company, Inc.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its President and Secretary, and its corporate seal to be <sup>2</sup>herto affixed, the 11th, day of February, A. D. 19 57

**PRESIDENT** David B. Lilly

**SECRETARY**

Charles B. Campbell, Jr.



**CERTIFICATE OF CHANGE OF LOCATION OF PRINCIPAL  
OFFICE AND RESIDENT AGENT  
OF**

DAVID B. LILLY COMPANY, INC.

The board of directors of the David B. Lilly Company, Inc.  
....., a corporation of Delaware, on this ..... 31st ..... day  
of ..... August ..... A. D. 19 62 do hereby resolve and order that the location  
of the principal office of this corporation within this State be, and the same hereby is Industrial  
..... Park Place ..... ~~XXXX~~ Street, in the City of New Castle, New Castle Hundred,  
in the County of New Castle .....

The name of the agent therein and in charge thereof upon whom process against this Corporation may  
be served, is the corporation itself, whose address is Industrial Park Place,  
New Castle, Delaware  
The David B. Lilly Company, Inc. .., a corporation of Delaware, doth  
hereby certify that the foregoing is a true copy of a resolution adopted by the board of directors at a meeting  
held as herein stated.

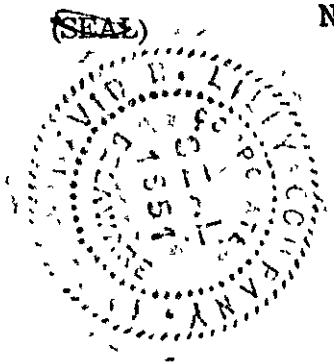
IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its President  
and Secretary, and its corporate seal to be hereto affixed, the ..... 31st ....., day of  
..... August ... .. A. D. 19 62 .

DAVID B. LILLY COMPANY, INC.

BY [Signature]  
PRESIDENT

[Signature]  
SECRETARY

NOTE: Mailing Address -  
Industrial Park Place  
P. O. Box #2285  
Wilmington 99, Delaware



PLAN AND AGREEMENT OF MERGER  
BETWEEN  
DAVID B. LILLY COMPANY, INC.  
AND  
THE K-S TELEGAGE CO.

Plan and Agreement of Merger (hereinafter referred to as the "Agreement") dated November 50, 1976, between David B. Lilly Company, Inc., a Delaware corporation, which will be the surviving corporation (hereinafter referred to as "Lilly" or as the "surviving corporation") and The K-S Telegage Co., a Delaware corporation, which will be the merged corporation (hereinafter referred to as "Telegage" or as the "merging corporation"), pursuant to § 251 of the Delaware Corporation Law. (The surviving corporation and the merging corporation are hereinafter referred to collectively as the "constituent corporations.") The transaction contemplated hereunder will constitute a reorganization within the meaning of § 368(a)(1)(A) of the Internal Revenue Code of 1954.

In consideration of the mutual promises of the parties, it is hereby agreed as follows:

ARTICLE I

Merger and Effective Date

Section 1.1: The merger shall become effective on January 1, 1977 (hereinafter referred to as the "effective date of the merger").

Section 1.2: Upon the effective date of the merger, Telegage shall be merged into Lilly and the separate existence of Telegage shall cease. Lilly shall continue in existence as the surviving corporation and shall continue to be governed by the laws of the State of Delaware.

ARTICLE II

Certificate of Incorporation

Section 2: The certificate of incorporation of Lilly shall continue as the certificate of incorporation of the surviving corporation until amended as provided by law and may be certified as the certificate of incorporation of the surviving corporation separate and apart from this Agreement.

ARTICLE III

Conversion of Stock

Section 3.1: The manner of converting the shares of stock of Telegage into shares of stock of Lilly, upon the effective date of the merger, shall be as follows: Each outstanding share of Telegage shall be converted into that number of shares of Lilly which is equal to the product of dividing the per-share book value of Telegage at December 31, 1976 by the per-share book value of Lilly at December 31, 1976. Such per-share book values at December 31, 1976 shall be determined in accordance with generally accepted accounting principles by the constituent corporations' respective outside auditors within ninety days after December 31, 1976.

Section 3.2: Each share of Lilly stock which is issued and outstanding on the effective date of the merger shall

remain unchanged as one fully paid and nonassessable share of the surviving corporation's stock.

Section 3.3: Within 120 days after the effective date of the merger, or as soon thereafter as practical, certificates for the shares of stock of Lilly into which the stock of Telegage is converted shall be delivered by Lilly, or its designated agent, in exchange for certificates of the stock of Telegage; and, until such delivery, certificates for the stock of Telegage shall be deemed, for all corporate purposes, to evidence ownership of the number of shares of Lilly's stock into which the stock evidenced by such certificates is converted, pursuant to the provisions of Section 3.1 above.

#### ARTICLE IV

##### By-Laws

Section 4: The by-laws of Lilly in effect on the effective date of the merger shall continue after the merger to be the by-laws of the surviving corporation until amended or repealed.

#### ARTICLE V

##### Board of Directors and Officers

Section 5: The directors and officers of Lilly on the effective date of the merger shall consist of the directors and officers of the surviving corporation.

#### ARTICLE VI

##### Assets and Liabilities

Section 6.1: When the merger becomes effective, the surviving corporation shall thereupon possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the constituent corporation; and all and singular, the rights; privileges, powers and franchises of each of the constituent corporations, and all property, real, personal and mixed, and all debts due to each of the constituent corporations of whatever account, as well as for stock subscriptions as all other things in action or belonging to each of the constituent corporations shall be vested in, or shall continue to be vested in, the surviving corporation, without further act or deed; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the respective constituent corporations, shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and all liens upon any property of any of the constituent corporations (limited in lien to the property subject thereto immediately prior to the time when the mergers become effective) shall be preserved unimpaired, and all debts, liabilities and duties of the respective constituent corporations shall thenceforth attach to the surviving corporation, and may be enforced against the surviving corporation to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

Section 6.2: If at any time after the merger becomes effective it shall appear to the surviving corporation that any further assignments or assurances in law are necessary or

desirable to evidence the vesting in the surviving corporation of the title to any of the property or rights of any of the constituent corporations, the officers of the constituent corporation shall execute, acknowledge and deliver such assignments or other instruments and do such acts as may be necessary or appropriate to evidence the vesting of title to such property or rights in the surviving corporation. For such purposes the capacity and authority of any constituent corporation and its officers shall be deemed to be continuing notwithstanding the merger.

Section 6.3: Upon the effective date of the merger:

(a) The assets and liabilities of the constituent corporations shall be recorded in the accounting records of the surviving corporation in the amounts at which they shall be carried at that time in the accounting records of the constituent corporations, subject to such adjustments or eliminations as may be made in accordance with generally accepted accounting principles.

(b) The capital of the surviving corporation shall be an amount equal to the capital attributable to each then issued and outstanding share of stock, plus the capital surplus of the surviving corporation resulting from the merger.

(c) The earned surplus of the surviving corporation shall be the sum of the earned surpluses of the constituent corporations, subject to such changes, adjustments and eliminations as may be made in accordance with generally accepted accounting principles.

ARTICLE VII

Amendments to this Agreement

Section 7: At any time before the merger becomes effective and whether before or after the requisite approval of this Agreement by the shareholders of the constituent corporations, this Agreement may be altered or amended as to any of its provisions by written instrument executed by the constituent corporations; provided, however, that after approval of this Agreement by the shareholders of the merging corporation, no such amendment or alteration shall change the provisions of Article III hereof applicable to the merging corporation.

ARTICLE VIII

Abandonment

Section 8: This Agreement may at any time prior to the filing thereof with the Secretary of State be terminated by mutual consent of the boards of directors of Lilly and Telegage, notwithstanding approval of this Agreement by the shareholders of the constituent corporations.

ARTICLE IX

Miscellaneous

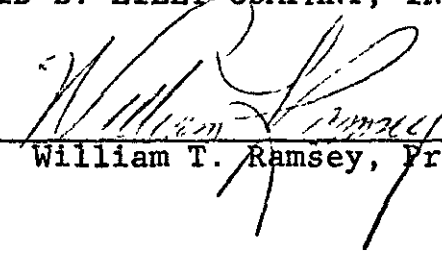
Section 9: For the convenience of the constituent corporations and to facilitate filing, this Agreement may be executed in any number of counterparts, each of which shall

constitute an original, but all such counterparts shall constitute but one and the same instrument.

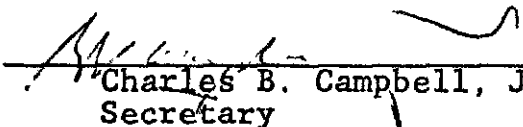
IN WITNESS WHEREOF, the constituent corporations have executed this Agreement the day and year aforesaid.

DAVID B. LILLY COMPANY, INC.

By

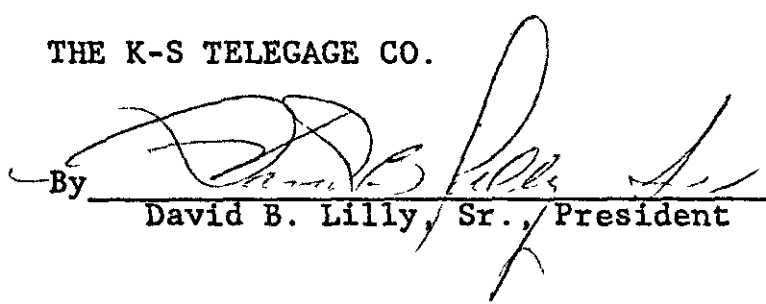
  
William T. Ramsey, President

Attest:

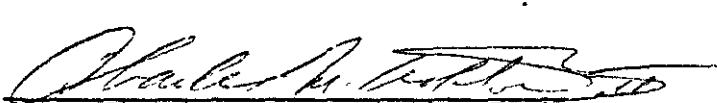
  
Charles B. Campbell, Jr.  
Secretary

THE K-S TELEGAGE CO.

By

  
David B. Lilly, Sr., President

Attest:

  
Charles M. Ashton, III  
Secretary



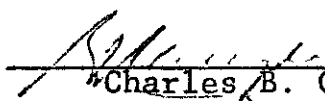
I, Charles M. Ashton, III, Secretary of The K-S Telegage Co., a Delaware corporation, hereby certify that the Plan and Agreement of Merger ("Agreement") to which this certificate is attached, after having been first duly adopted by resolution of the corporation's board of directors approving the Agreement and after having been executed on behalf of the corporation, was, on November 30, 1976, submitted to the shareholders of the corporation pursuant to § 251 of the Delaware Corporation Law and was unanimously adopted as the act of the corporation by the written approval of the holders of all the issued and outstanding shares of capital stock of the corporation.

WITNESS, my hand and seal this 30 day of November, 1976.

  
Charles M. Ashton, III [Seal]

I, Charles B. Campbell, Jr., Secretary of David B. Lilly Company, Inc., a Delaware corporation, hereby certify that the Plan and Agreement of Merger ("Agreement") to which this certificate is attached, after having been first duly adopted by resolution of the corporation's board of directors approving the Agreement and after having been executed on behalf of the corporation, was, on November 30, 1976, submitted to the shareholders of the corporation pursuant to § 251 of the Delaware Corporation Law and was unanimously adopted as the act of the corporation by the written approval of the holders of all the issued and outstanding shares of capital stock of the corporation,

WITNESS, my hand and seal this 30 day of November, 1976.

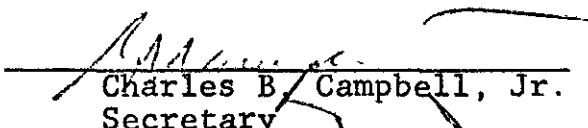
 [Seal]  
Charles B. Campbell, Jr.

The above Plan and Agreement of Merger ("Agreement") having been executed on behalf of each constituent corporation and having been adopted separately by the unanimous written consent of all the stockholders of each constituent corporation in accordance with the provisions of § 251 of the Delaware Corporation Law and that fact having been certified on the Agreement by the Secretary of each constituent corporation, the President of each constituent corporation does now hereby attest the execution of the Agreement by the respective Presidents, by authority of the directors and stockholders, as the respective act, deed and agreement of each of the constituent corporations and that the facts stated therein are true on this 30 day of November, 1976.

DAVID B. LILLY COMPANY, INC.

By   
William T. Ramsey, President

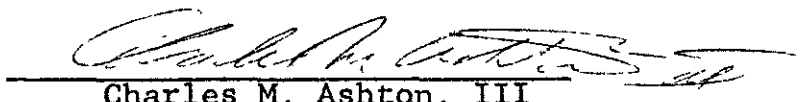
Attest:

  
Charles B. Campbell, Jr.  
Secretary

THE K-S TELEGAGE CO.

By   
David B. Lilly, Sr., President

Attest:

  
Charles M. Ashton, III  
Secretary



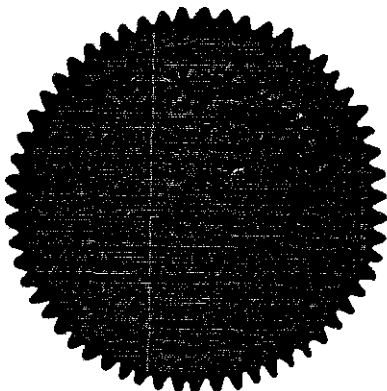
# State of DELAWARE



Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware,*  
*do hereby certify that the above and foregoing is a true and correct copy of*  
Certificate of Incorporation of the "DAVID B. LILLY COMPANY, INC.", as received and  
filed in this office the twenty-fourth day of August, A.D. 1951, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* sixth *day*  
*of* March *in the year of our Lord*  
*one thousand nine hundred and* eighty.



*Glenn C. Kenton*

Glenn C Kenton, Secretary of State



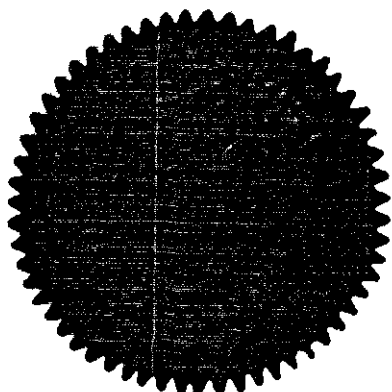
# State of DELAWARE

Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware,  
do hereby certify that the above and foregoing is a true and correct copy of*

Certificate of Amendment of Certificate of Incorporation of the "DAVID B. LILLY  
COMPANY, INC.", as received and filed in this office the twenty-sixth day of  
May, A.D. 1952, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this sixth day  
of March in the year of our Lord  
one thousand nine hundred and eighty.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State



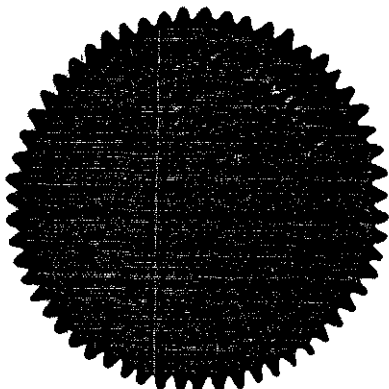
# State of DELAWARE



Office of SECRETARY OF STATE

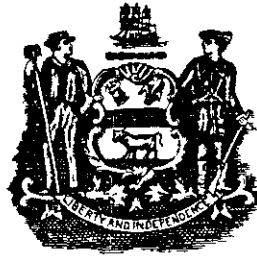
*I, Glenn C. Kenton Secretary of State of the State of Delaware,*  
*do hereby certify that the above and foregoing is a true and correct copy of*  
Certificate of Change of Agent and Location of Principal Office of the "DAVID B.  
LILLY COMPANY, INC.", as received and filed in this office the twentieth day of  
February, A.D. 1957, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* sixth *day*  
*of* March *in the year of our Lord*  
*one thousand nine hundred and* eighty.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State



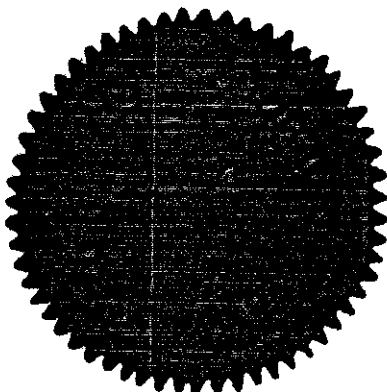
# State of DELAWARE

Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware,  
do hereby certify that the above and foregoing is a true and correct copy of*

Certificate of Change of Agent and Location of Principal Office of the "DAVID B.  
LILLY COMPANY, INC.", as received and filed in this office the twenty-first day of  
June, A.D. 1963, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this sixth day  
of March in the year of our Lord  
one thousand nine hundred and eighty.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

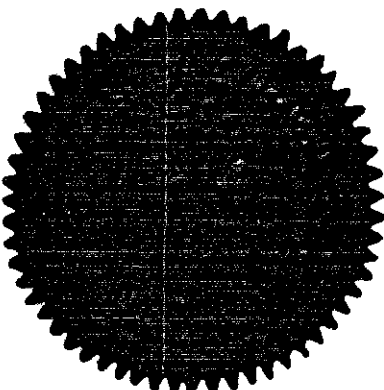


# State of DELAWARE

Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of*  
Certificate of Ownership of the "DAVID B. LILLY COMPANY, INC.", merging "DELAWARE  
FASTENER CORPORATION", pursuant to Section 253 of the General Corporation Law of the  
State of Delaware, as received and filed in this office the twenty-third day of  
January, A.D. 1970, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* sixth *day*  
*of* March *in the year of our Lord*  
*one thousand nine hundred and* eighty.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State





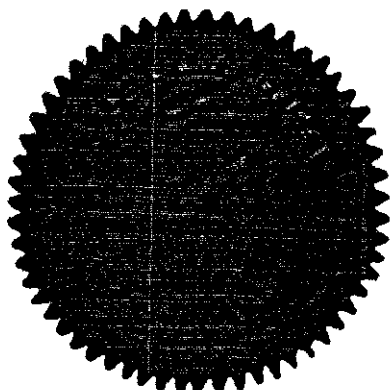
# State of DELAWARE



Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware,*  
*do hereby certify that the above and foregoing is a true and correct copy of*  
Certificate of Agreement of Merger of "THE K-S TELEGAGE CO.", merging with and  
into the "DAVID B. LILLY COMPANY, INC.", under the name of "DAVID B. LILLY COMPANY,  
INC.", as received and filed in this office the thirtieth day of December, A.D. 1976,  
at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* sixth *day*  
*of* March *in the year of our Lord*  
*one thousand nine hundred and* eighty.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State